

Penn Ayers Butler (Bar No. 56663)
Elizabeth Berke-Dreyfuss (Bar No. 11465)
Tracy Green (Bar No. 114876)
WENDEL, ROSEN, BLACK & DEAN LLP
1111 Broadway, 24th Floor
Oakland, California 94607
Telephone: (510) 834-6600
Fax: (510) 834-1928
Email: edreyfuss@wendel.com

[Proposed] Attorneys for Debtor
List Biological Laboratories, Inc.

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re

LIST BIOLOGICAL LABORATORIES,
INC., a California corporation,

Debtor.

Employee ID No. 94-2525317

Case No. 09-60878 ASW

Chapter 11

**DEBTOR'S APPLICATION FOR ORDER
AUTHORIZING EMPLOYMENT OF
WENDEL, ROSEN, BLACK & DEAN LLP
AS CHAPTER 11 COUNSEL**

[No Hearing Requested]

**TO: THE HONORABLE ARTHUR S. WEISSBRODT, UNITED STATES
BANKRUPTCY JUDGE, AND THE UNITED STATES TRUSTEE:**

List Biological Laboratories, Inc., a California corporation, ("List Bio Labs" or "Debtor"),
the Debtor herein, respectfully represents:

1. List Bio Labs filed a voluntary petition for relief under chapter 11 of Title 11 of
the United States Code on December 11, 2009, (the "Petition Date") in the Northern District of
California, San Jose Division, Case No. 09-60878 ASW. No trustee has been appointed in this
case, and since the Petition Date, the Debtor has operated its business pursuant to Sections 1107

1 and 1108 of the Bankruptcy Code. As of the date of this Application no Committee of Unsecured
2 Creditors has been appointed pursuant to Bankruptcy Code Section 1102.

3 **2.** List Bio Labs is a privately held California corporation, owned by five
4 shareholders, organized in 1978 to produce and sell research reactants derived from bacteria.
5 Initially, the Debtor's focus was the production of bacterial toxins marketed to the research and
6 vaccine development communities. The List Bio Labs reactant portfolio has now grown to
7 include more than 100 products. A more detailed description of the Debtor's background and
8 events leading to the filing of the bankruptcy case is provided in the Declaration of Debra Dye in
9 Support of Initial Case Motions filed on December 17, 20009, as Docket No. 20.

10 **3.** List Bio Labs has retained Wendel, Rosen, Black & Dean, LLP ("Wendel Rosen")
11 to represent it, because the Debtor believes that Wendel Rosen's attorneys are well qualified and
12 are familiar with List Bio Labs and the facts necessary to represent List Bio Labs in this case.

13 **4.** The professional services that Wendel Rosen is to provide include, but are not
14 limited to, the following:

15 **(a)** Advising the Debtor with respect to the powers and duties as a debtor-in-
16 possession in the collection of assets and execution of a reorganization plan;

17 **(b)** Preparing on behalf of the Debtor the necessary pleadings, schedules,
18 statements, motions, applications, answers, orders, reports and other legal papers required in this
19 chapter 11 case; and

20 **(c)** Performing all other legal services for List Bio Labs which may be
21 necessary as a debtor-in-possession.

22 **5.** To the best of List Bio Labs' knowledge, Wendel Rosen is disinterested and has no
23 connection with the Debtor, its creditors, any other party in interest, its respective attorneys and
24 accountants, the United States Trustee, or any person employed in the Office of the United States
25 Trustee, except as set forth below and in the Declaration of Proposed Counsel ("Berke-Dreyfuss
26 Declaration"). To the best of the Debtor's knowledge, Wendel Rosen holds no interest adverse to
27 the estate.

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6. Wendel Rosen formerly represented the following unsecured creditors in matters unrelated to representation of the Debtor:

Bio-Rad Laboratories Citibusiness Card City of San Jose Costo Business Delivery County of Santa Clara De Lage Landen Financial Services	Guardian Foundation Hamilton Company Henry Schein Inc. Nor-Cal Moving Services Orchard Supply/WRCB PG&E	State Compensation Ins. Fund Santa Clara County, Tax Collector University of Calif., Davis The Regents of the University of California
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7. Wendel Rosen has a business connection with certain parties with whom the Debtor transacts business, but none of those parties have claims, as that term is defined by Bankruptcy Code Section 101(5), against the Debtor: Bay Alarm, Palo Alto Medical Foundation and XL Construction.

8. With respect to the parties identified in Paragraphs 6 and 7 above, in the event that a dispute arises between any of those parties and the Debtor, Wendel Rosen shall not represent either the Debtor or other parties in the resolution of any such disputes.

9. The terms of the employment of Wendel Rosen agreed to by List Bio Labs as a debtor-in-possession, subject to approval by the Bankruptcy Court, are that Wendel Rosen will undertake this representation and that services will be billed at Wendel Rosen's standard hourly rates for 2010, which are set forth in Exhibit A to the Berke-Dreyfuss Declaration. A true and correct copy of Wendel Rosen's engagement letter is attached as Exhibit B to the Berke-Dreyfuss Declaration.

10. Wendel Rosen includes attorneys who specialize in the practice of insolvency, reorganization and bankruptcy law, and is well qualified to represent the Debtor. All Attorneys comprising or associated with Wendel Rosen who will render services in these cases are duly admitted to practice law in the courts of the State of California and in the United States Bankruptcy Courts for the Northern District of California.

11. The Debtor's employment of Wendel Rosen is in the best interest of its bankruptcy estate.

By: /s/ Karen R. Crawford
Karen R. Crawford
President